

SPHERIX INC  
Form 8-K  
March 28, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) March 28, 2012

**SPHERIX® INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware                      0-5576                      52-0849320  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)                      File Number) Identification No.)  
6430 Rockledge Drive, Suite 503,                      20817  
Bethesda, MD  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 301-897-2540

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 2 – Financial Information.**

Item 2.02. Results of Operations and Financial Condition.

On March 28, 2012, the Registrant issued a press release regarding its financial results for the year ended December 31, 2011. A copy of the press release is attached hereto as Exhibit 99.1.

The information provided in this Current Report on Form 8-K is being provided pursuant to Item 2.02 of Form 8-K. The information in this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

**Section 9 – Financial Statements and Exhibits.**

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 – Press Release dated March 28, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Spherix Incorporated  
(Registrant)

By:

/s/ Robert L. Clayton  
Robert L. Clayton  
Chief Financial Officer

/s/ Claire L. Kruger  
Claire L. Kruger  
Chief Executive Officer

**Date:** March 28, 2012